

FRESHFIELDS BRUCKHAUS DERINGER US LLP
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS INC., *et al.*

Debtors.

Chapter 11

Case No. 08-13555 (JMP)

Jointly Administered

**THIRD AMENDED VERIFIED STATEMENT OF
FRESHFIELDS BRUCKHAUS DERINGER US LLP PURSUANT TO
RULE 2019(A) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rule 2019(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the law firm of Freshfields Bruckhaus Deringer US LLP (“Freshfields”) submits this third amended verified statement (the “Third Amended Statement”) in the above-captioned bankruptcy case of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors (collectively, the “Debtors”) and respectfully discloses the following:

1. Freshfields is counsel to the entities (the “Entities”) listed on Exhibit A hereto in connection with the Debtors’ above-captioned bankruptcy cases. For the purposes of this Third Amended Statement, Freshfields is located at 520 Madison Avenue, 34th Floor, New York, New York 10022.

2. Each of the Entities holds a claim against LBHI or its affiliated debtors arising from either: (a) LBHI’s guarantees of amounts payable to the Entities by

subsidiaries of LBHI under one or more agreements, or (b) investments in certain financial instruments issued by LBHI or its affiliated debtors, as specified in the Entities' respective Proofs of Claims filed against the Debtors' estates (the "Proofs of Claims"). The amounts of and basis for the Entities' claims are set forth in the Entities' Proofs of Claims, including any applicable Guarantee Questionnaires or Derivatives Questionnaires incorporated therein by reference.

3. The Entities may hold claims against and/or interests in the Debtors' estates in addition to those disclosed herein that do not fall within the scope of Freshfields' representation of the Entities.

4. The following is a recital of the pertinent facts and circumstances in connection with the employment of Freshfields by the Entities in the above-captioned cases.

5. The Entities have engaged Freshfields to request advisement and representation in connection with the Debtors' chapter 11 cases. Specifically, the Entities sought Freshfields' advice regarding their claims in the Debtors' chapter 11 bankruptcy proceeding.

6. Upon information and belief, foreign affiliates of Freshfields have provided, and may continue to provide, legal services to one or more of the Debtors. With respect to such services, Freshfields affiliates have pre-petition claims against one or more of the Debtors, whether in the first instance or as guarantors for unpaid debts of such affiliates, as specified in their corresponding proofs of claims.

7. Freshfields also represents or advises, or may have represented or advised, other parties in interest with respect to the Debtors' bankruptcy cases that have

not been included in this Third Amended Statement because those parties do not currently intend to appear in the cases or the representations have been concluded. Such parties may or may not decide to appear in the Debtors' bankruptcy cases in the future and this Third Amended Statement is without prejudice to any rights, remedies or claims of such parties.

8. Freshfields will amend or supplement this Third Amended Statement as necessary.

9. This Third Amended Statement is filed strictly to comply with Bankruptcy Rule 2019(a), and is submitted without prejudice to any right, remedy or claim of the Entities, whether collectively or individually. All such rights, remedies and claims are expressly preserved.

10. The undersigned declares under penalty of perjury that the foregoing is true and correct to the best of his knowledge, information and belief.

Dated: New York, New York
April 28, 2011

FRESHFIELDS BRUCKHAUS DERINGER US LLP

/s/ Walter Stuart

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